

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On May 27, 2008, I caused to be served the document listed below upon the parties listed on Exhibit A hereto via facsimile:

- 1) Notice Of Proposed Sale Of Power Products Product Line Pursuant To Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear Of Liens, Claims, And Encumbrances [a copy of which is attach hereto as Exhibit B]

On May 27, 2008, I caused to be served the document listed below upon the parties listed on Exhibit C hereto via overnight mail

- 2) Notice Of Proposed Sale Of Power Products Product Line Pursuant To Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear Of Liens, Claims, And Encumbrances [a copy of which is attach hereto as Exhibit B]
- 3) Exhibit A; Master Sale And Purchase Agreement Among Delphi Corporation And Strattec Security Corporation Dated As Of May 27, 2008
- 4) Exhibit B; Summary Of The De Minimis Bid Process
- 5) Attachment To Exhibit B; Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear Of Liens, Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection With Such Sales Without Further Court Approval ("De Minimis Asset Sale Order")

Dated: May 30, 2008

/s/ Evan Gershbein

Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 30th day of May, 2008, by
Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who
appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

EXHIBIT A

Company	Contact	Address1	Address2	City	State	Zip	Fax
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-3092 212-450-3213
Edscha AG	Dr. Manfred Puhlmann	Hohenhagener Straße 26-28	Remscheid, 42855		Germany		49-219-136-3545
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-4000
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-751-4864
Magna Closures Inc.	Gary M. Cohn	Director, Mergers and Acquisitions	337 Magna Drive	Aurora	Ontario, Canada	L4G 7K1	905-726-7173
Magna Closures Inc.	Mr. Al Kresovic, Vice President Business Planning	521 Newpark Boulevard 1000 North Water Street, Suite 2100		Newmarket	Ontario, Canada	L3Y 4X7	905 853 -0377
Reinhart Boerner Van Deuren S.C.	James M. Bedore, Esq.	3333 West Good Hope Road		Milwaukee	WI	53202	414-298-8097
Strattec Security Corporation	Harold M. Stratton II	27560 College Park		Milwaukee	WI	53209	414-247-3695
Tech-Line Engineering				Warren	MI	48088	586-445-3494
VAST LLC	Vlad Hermann, President VAST LLC	3333 West Good Hope Road		Milwaukee	WI	53209	414-247-3695
WITTE Automotive GmbH	ppa Bernd Peter Dahmen	Mitglied der Geschäftsleitung	Leiter Finanz- und Rechnungswesen / CFO	Hoefstraße 3 - 15	D-42551 Velbert		49 (0) 2051/ 498 - 7601

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PROPOSED SALE OF POWER PRODUCTS PRODUCT LINE PURSUANT
TO ORDER UNDER 11 U.S.C. § 363 APPROVING PROCEDURES TO SELL CERTAIN
DE MINIMIS ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C.
§ 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens,
Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection
With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset
Sale Order"), Delphi Corporation ("Delphi") and certain of its affiliates, including affiliated
chapter 11 Debtors (the "Selling Debtor Entities")¹ hereby gives notice of their intention to sell
certain assets related to the Delphi's power products product line located within North
America, Asia, and Europe (the "Acquired Assets") to Strattec Security Corporation, Witte-
Velbert GmbH & Co. Kg, Vehicle Access Systems Technology LLC, and certain of their
respective affiliates (the collectively, the "Buyers") pursuant to the Master Sale and Purchase

¹ Under the Agreement (as defined below), the Selling Debtor Entities include Delphi, Delphi Automotive Systems LLC and Delphi Technologies, Inc. Certain assets will be sold under the Agreement by non-debtor affiliates of the Selling Debtor Entities listed on Schedule 1 to the Agreement. The Selling Debtor Entities and the selling non-Debtor affiliates are collectively referred to as the "Sellers."

Agreement by and between the Sellers and the Buyers, dated May 27, 2008 (the "Agreement")².

PLEASE TAKE FURTHER NOTICE THAT the Acquired Assets include fixed assets, inventory, intellectual property, and contracts relating to the design, testing, manufacture, development, marketing and sale of power sliding door systems, power liftgate/tailgate systems, power decklid systems, the integral cinching latch, the advanced development power cinching latches, and the advanced development power cinching strikers global product line; and selective employees of such product line are expected to transfer to the Buyers.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreement, the Sellers will sell the Acquired Assets to the Buyers for the preliminary purchase price of \$7,800,000.00 (the "Preliminary Purchase Price"). The Preliminary Purchase Price will be subject to an adjustment at closing for changes in certain employee-related liabilities and changes in productive inventory and spare parts balances.

PLEASE TAKE FURTHER NOTICE THAT the Selling Debtor Entities believe that the Preliminary Purchase Price accurately reflects the current market value of the Acquired Assets. The Selling Debtors Entities have determined, in their business judgment, that the Agreement provides for fair and appropriate terms and is a favorable price for the Acquired Assets.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Sellers will consummate the sale of the Acquired Assets to the Buyers, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the

² A copy of the Agreement is attached hereto as Exhibit A.

transaction, including but not limited to collection of proceeds from the Buyers in connection with the sale of the Acquired Assets, provided that counsel to the Selling Debtor Entities do not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days following initial receipt of this Notice.

PLEASE TAKE FURTHER NOTICE THAT any party interested in submitting a competitive bid for the sale of the Acquired Assets will need to execute a confidentiality agreement (including special provisions relating to competitively sensitive information) and comply with the two-phase competitive bid procedure implemented by Delphi for this transaction (the "Bid Process"). A copy of the Bid Process is attached hereto as Exhibit B.

Dated: New York, New York
May 27, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 9331)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT C

Company	Contact	Address1	Address2	City	State	Zip
Brose Fahrzeugteile GmbH & Co. KG	Mr. Jorg Bremer, Corporate Strategy	Ketschendorfer Straße 38-50	Coburg, D-96450		Germany	
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017
Edscha AG	Dr. Manfred Puhlmann	Hohenhagener Straße 26-28	Remscheid, 42855		Germany	
Edscha AG	Dr. Manfred Puhlmann, Chief Executive Officer	Hohenhagener Straße 26-28	D 42855 Remscheid		Germany	
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022
Magna Closures Inc.	Gary M. Cohn	Director, Mergers and Acquisitions	337 Magna Drive	Aurora	Ontario, Canada	L4G 7K1
Magna Closures Inc.	Mr. Al Kresovic, Vice President Business Planning	521 Newpark Boulevard		Newmarket	Ontario, Canada	L3Y 4X7
Reinhart Boerner Van Deuren S.C.	James M. Bedore, Esq.	1000 North Water Street, Suite 2100		Milwaukee	WI	53202
Strattec Security Corporation	Harold M. Stratton II	3333 West Good Hope Road		Milwaukee	WI	53209
Tech-Line Engineering		27560 College Park		Warren	MI	48088
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112
VAST LLC	Vlad Hermann, President VAST LLC	3333 West Good Hope Road		Milwaukee	WI	53209
WITTE Automotive GmbH	ppa Bernd Peter Dahmen	Mitglied der Geschäftsleitung	Leiter Finanz- und Rechnungswesen / CFO	Hoefstraße 3 - 15	D-42551 Velbert	